

Oren B. Haker (OSB #130162) (*admitted pro hac vice*)

oren.haker@stoel.com

Mark E. Hindley (UTB #7222)

mark.hindley@stoel.com

STOEL RIVES LLP

Suite 1100, One Utah Center

201 South Main Street

Salt Lake City, Utah 84111

Telephone: (801) 328-3131

Facsimile: (801) 578-6999

*Attorneys for Evergreen Aviation and Space Museum and
The Captain Michael King Smith Educational Institute*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH**

In re:

THE FALLS EVENT CENTER LLC; THE
FALLS AT GILBERT, LLC; THE FALLS
AT MCMINNVILLE, LLC; THE FALLS AT
ST. GEORGE, LLC; THE FALLS AT
FRESNO, LLC; THE FALLS AT CLOVIS,
LLC; THE FALLS OF LITTLETON, LLC;
THE FALLS AT CUTTEN ROAD, LLC;
THE FALLS AT STONE OAK PARKWAY,
LLC; THE FALLS AT BEAVERTON, LLC;
THE FALLS AT ROSEVILLE, LLC; AND
THE FALLS AT AUSTIN BLUFFS, LLC

Consolidated Debtors.

Bankr. Case Nos.

18-25116; 18-25419; 18-25492; 18-26653;
18-27713; 18-28140; 18-27111;
and 19-27803

(Substantively Consolidated under Case No.
18-25116)

Chapter 11

The Honorable R. Kimball Mosier

In re:

THE FALLS AT MCMINNVILLE, LLC

Debtor.

Bankr. Case No. 18-25492

Chapter 11

The Honorable R. Kimball Mosier

**STIPULATION RESOLVING EVERGREEN AVIATION AND SPACE MUSEUM
AND THE CAPTAIN MICHAEL KING SMITH EDUCATIONAL INSTITUTE'S
MOTION FOR RELIEF FROM STAY**

Creditor Evergreen Aviation and Space Museum and The Captain Michael King Smith Educational Institute (the “**Museum**”), and Michael F. Thomson, in his capacity as the Chapter 11 Trustee (the “**Trustee**”) of the above-referenced substantively consolidated estate, including debtors The Falls Event Center, LLC and The Falls at McMinnville, LLC, hereby stipulate and agree as follows:

RECITALS

- A. The Museum filed its Motion for Relief from the Automatic Stay and Memorandum in Support of Motion at Docket No. 267 (the “**Motion for Relief**”).
- B. The Trustee filed his Objection to the Motion for Relief at Docket No. 296 (the “**Objection**”).
- C. The Official Committee of Unsecured Creditors filed a Joinder to the Trustee’s Objection at Docket No. 298 (the “**Joinder**”).
- D. The Museum filed a Reply to the Objection and Joinder at Docket No. 303 (the “**Reply**”).
- E. The Motion for Relief¹ seeks relief from the Bankruptcy Court as follows:
 - 1. To foreclose on the revenue stream generated from the Waterpark’s operations and the TFM-hosted events pursuant to a Financing Agreement between the Museum as a lender and TFM as borrower that enabled TFM to purchase the Waterpark (and the revenue stream that had been assigned to the Museum in the Vintage Bankruptcy) from the chapter 11 trustee of the MKSF Bankruptcy;

¹ Capitalized words and terms used but not otherwise defined herein shall have the meaning given to them in the Motion for Relief, as applicable.

2. To foreclose on the revenues generated by TFM's use of the Museum Campus to host events thereon;

3. So the Museum can properly advise the Yamhill County Tax Assessor by April 1, 2019 (as required by Oregon law) of its intention to seek tax exemption status for the Space Building for the year 2020;

4. To mitigate damages caused by TFM and TFEC's breach of the Prepetition Transaction Documents entered into between the Museum and TFM/TFEC in connection with the Museum Campus and Waterpark;

5. An accounting by the Trustee, by no later than February 28, 2019, of all receipts and disbursements by TFEC relating to revenues generated by, and costs of operating, the Waterpark, and the same for the revenue-generating events hosted by TFEC/TFM on the Museum's Campus since TFEC Petition Date; and

6. Segregation by the Trustee of (i) net income generated from the operations of Waterpark in the TFM DIP Account and (ii) revenues generated from TFM's hosting of events on the Museum Campus in the TFM DIP Account.

F. The Museum and Trustee² have agreed to resolve the Motion for Relief, Objection, Joinder, and Reply as set forth in this Stipulation.

///

///

///

² The Unsecured Creditors Committee is not a necessary party to this stipulation because it was disbanded on May 10, 2019. Dkt. 441

TERMS

Pursuant to Paragraph 3.2 of that settlement agreement dated October 31, 2019, and subsequently amended April 14, 2020, the Parties stipulate to the withdrawal of the Motion for Relief.

DATED: April 23, 2020.

STOEL RIVES LLP

/s/ Oren B. Haker

Oren B. Haker (OSB #130162)

(admitted pro hac vice)

Mark E. Hindley (UTB #7222)

*Attorneys for Evergreen Aviation and Space
Museum and The Captain Michael King Smith
Educational Institute*

DORSEY & WHITNEY LLP

/s/ John J. Wiest (with permission)

John J. Wiest

Michael F. Thomson

*Attorneys for Michael F. Thomson, Chapter 11
Trustee*

CERTIFICATE OF SERVICE

I hereby certify that on the date listed below, I filed a true and correct copy of the foregoing **STIPULATION RESOLVING EVERGREEN AVIATION AND SPACE MUSEUM AND THE CAPTAIN MICHAEL KING SMITH EDUCATIONAL INSTITUTE'S MOTION FOR RELIEF FROM STAY** with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case, as identified below, are registered CM/ECF Users.

- **James W. Anderson** jwa@clydesnow.com, mmann@clydesnow.com; atrujillo@clydesnow.com
- **Megan K Baker** baker.megan@dorsey.com, long.candy@dorsey.com
- **Marlon L. Bates** marlon@scalleyreading.net, emily@scalleyreading.net
- **David P. Billings** dbillings@fabianvancott.com, jwinger@fabianvancott.com; mdewitt@fabianvancott.com
- **Aaron T. Brogdon** aaron.brogdon@squirepb.com, christopher.giaimo@squirepb.com
- **Doyle S. Byers** DSByers@hollandhart.com, BKNoble@hollandhart.com
- **Ryan C. Cadwallader** rcadwallader@kmclaw.com, twhite@kmclaw.com
- **Laurie A. Cayton tr** laurie.cayton@usdoj.gov, James.Gee@usdoj.gov; Lindsey.Huston@usdoj.gov; Rinehart.Peshell@usdoj.gov
- **Micah L. Daines** micah@dainesjenkins.com
- **Thomas E. Goodwin** tgoodwin@parrbrown.com
- **Oren Buchanan Haker** oren.haker@stoel.com, kevin.mckenzie@stoel.com; daniel.kubitz@stoel.com; docketclerk@stoel.com; kc.hovda@stoel.com
- **Mark E. Hindley** mehindley@stoel.com, rnoss@stoel.com; slcdocket@stoel.com; Dixie.colson@stoel.com
- **Alan C. Hochheiser** ahochheiser@mauricewutscher.com
- **KC L. Hovda** kc.hovda@stoel.com
- **Armand J. Howell** armand@hwmlawfirm.com, megan@hwmlawfirm.com; armandh@ecf.courtdrive.com
- **Mary Margaret Hunt** hunt.peggy@dorsey.com, long.candy@dorsey.com
- **Michael R. Johnson** mjohnson@rqn.com, docket@rqn.com; swilliams@rqn.com
- **Peter J. Kuhn** Peter.J.Kuhn@usdoj.gov, James.Gee@usdoj.gov; Lindsey.Huston@usdoj.gov; Rinehart.Peshell@usdoj.gov
- **Ralph R. Mabey** rmabey@kmclaw.com
- **Jessica G. McKinlay** mckinlay.jessica@dorsey.com, Segovia.Maria@dorsey.com

- **John T. Morgan** john.t.morgan@usdoj.gov, James.Gee@usdoj.gov; Lindsey.Huston@usdoj.gov;Rinehart.Peshell@usdoj.gov
- **Darren B. Neilson** darren@neilsonlaw.co
- **Brian J. Porter** bporter@mbt-law.com, judianne@ecf.courtdrive.com
- **Chad Rasmussen** chad@alpinalegal.com, contact@alpinalegal.com
- **Steven M. Rogers** srogers@roruss.com, nrussell@roruss.com; rorusslaw@gmail.com;paralegal@roruss.com;la@roruss.com
- **Mark C. Rose** mrose@mbt-law.com, markcroselegal@gmail.com
- **Nicholas R. Russell** nrussell@roruss.com, paralegal@roruss.com; rorusslaw@gmail.com;srogers@roruss.com;la@roruss.com
- **Jeffrey B. Smith** jsmith@cgsattys.com
- **Michael S. Steck** michael@clariorlaw.com
- **Mark S. Swan** mswan@strongandhanni.com, mark@swanlaw.net
- **Richard C. Terry** richard@tjblawyers.com, cbcecf@yahoo.com
- **Michael F. Thomson** thomson.michael@dorsey.com, UT17@ecfcbis.com; montoya.michelle@dorsey.com
- **Michael F. Thomson** thomson.michael@dorsey.com, montoya.michelle@dorsey.com; ventrello.ashley@dorsey.com
- **United States Trustee** USTPRegion19.SK.ECF@usdoj.gov
- **John J. Wiest** wiest.john@dorsey.com

I further certify the below parties who are not on the list to receive email notice/service for this case were served by U.S. First Class mail on the date listed below:

Richard N. Bauer
1789 Bella Lago Drive
Clermont, FL 34711-4634

Bexar County
c/o David G. Aevoet
Linebarger Goggan Blair & Sampson, LLP
711 Navarro St, Ste 300
San Antonio, TX 78205

Albert B Clark
696 East 1220 North
Orem, UT 84097

Piaga Delaney
13819 62nd Ave. NE
Kirkland, WA 98034

Christopher J. Giaimo
Squire Patton Boggs (US) LLP
2550 M Street, NW
Washington, DC 20037

Bryan Glover
Stoel Rives LLP
600 University Street, Suite 3600
Seattle, WA 98101

Hilco Real Estate Auctions, LLC
5 Revere Drive, Suite 206
Northbrook, IL 60062

Bruce Johnson
13819 62nd Ave. NE
Kirkland, WA 98034

Richard W. Johnston
6855 S. Havana St. #275
Centennial, CO 80112-3813

Harold N. May
Harold "HAP" May, P.C.
1500 South Dairy Ashford Ste. 325
Houston, TX 77077

Christopher K. Robinson
1 Mount Jefferson Terrace Suite 101
Lake Oswego, OR 97035

State of Oregon
Department of Revenue
955 Center St NE
Salem, OR 97301-2555

The Claro Group, LLC
711 Louisiana Street, Suite 2100
Houston, TX 77002

The Falls Event Center LLC
9067 South 1300 West, Suite 301
West Jordan, UT 84088

DATED: April 23, 2020.

STOEL RIVES LLP

/s/ Oren B. Haker

Oren B. Haker (OSB #130162)

(*admitted pro hac vice*)

Mark E. Hindley (UTB #7222)

*Attorneys for Evergreen Aviation and Space
Museum and The Captain Michael King Smith
Educational Institute*